

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND TIP ENGINEERING GROUP, INC. COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 10378

(TIP ENGINEERING GROUP, INC.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and TIP Engineering Group, Inc. ("TIP," or the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And TIP Engineering Group, Inc. Compromising And Allowing Proof Of Claim Number 10378 (TIP Engineering Group, Inc.) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 24, 2006, the Claimant filed proof of claim number 10378 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$721,827.32 (the "Claim") stemming from alleged patent infringement and related claims.

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 22, 2006, the Claimant filed the Response By TIP Engineering Group, Inc. To Debtor's Objection To Claim (Docket No. 5711) (the "Response").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, to resolve the Third Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that the Claim should be allowed as a general unsecured non-priority claim in the amount of \$541,370.49.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$541,370.49 and shall be treated as an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.
2. Nothing herein shall be construed as an admission of liability on behalf of the Debtors, the Reorganized Debtors, or each of their predecessors, successors, successors in interest, assigns, parents, subsidiaries, or affiliated companies, or each of their former, current,

and future officers, directors, owners, employees, or other agents as to any portion of the Claim.

This stipulation and the allowance of this claim hereunder cannot be used by Claimant or each of its predecessors, successors, successors in interest, assigns, parents, subsidiaries, or affiliated companies, or each of their former, current, and future officers, directors, owners, employees, or other agents for any purpose, against any party, or in an forum as proof or evidence of any kind to the alleged liability and/or damage of the underlying Claim or any similar claims related to the underlying product(s). For clarity, the purpose and effect of this stipulation is limited to resolution of the Claim and, the Third Omnibus Claims Objection with respect to the Claim, and the Response (only), through allowance of the Claim for purposes of distribution thereon, in the amount set forth in paragraph 1 above.

3. The Response is hereby deemed withdrawn with prejudice.

4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 8th day of July, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606

/s/ Michael R. Wernette

Daniel J. Weiner
Michael R. Wernette
Ryan Heilman
SCHAFFER AND WEINER, PLLC
40950 Woodward Ave, Suite 100
Bloomfield Hills, Michigan 48304

Attorneys for TIP Engineering Group, Inc.

- and -

Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors